

**CLEAR CHANNEL COMMUNICATIONS ,INC.
AND SUBSIDIARIES**

Minutes Of The Board Of Directors Meeting

October 26,2000

A meeting of the Board of Directors of the above-captioned companies was held on October 26, 2000 in San Antonio, Texas. All directors were present with the exception of Vernon Jordan, Jr. and Robert Crandall. Also present were Randy Michaels, Kevin Mayer, Herbert W. Hill: Jr., Kenneth O'Keefe, Kenneth E. Wyker, and Juliana Hill.

L.Lowry Mays acted as Chairman. Kenneth E. Wyker acted as Secretary. The meeting was called to order by L.Lowry Mays.

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Randall Mays then reviewed the Clear Channel stock performance year to date and over the last five years. Mr. Mays compared Clear Channel stock to radio company stocks in general.

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Randall Mays discussed the strategic need of whether or not to be more involved in the Internet including various strategies that may be used on the Internet and the various competitive threats to radio through the Internet. Mr. Levitt discussed the management needs to exploit and energize the Internet businesses at Clear Channel.

Lowry Mays led a discussion of future competition to radio from Internet and satellite radio, whether by subscription paid for radio or free radio, and Clear Channel's response to future competition. Mr. Randall Mays discussed the timing of satellite radio's availability.

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REDACTED

REDACTED

FURTHER RESOLVED, that the Board of Directors hereby approves and authorizes to divest Clear Channel's equity holdings in Hispanic Broadcasting Corporation. Management may choose to divest all, some percentage, or none, as it deems appropriate; and

FURTHER RESOLVED, that each of ~~the~~ officers of Clear Channel Communications, Inc. and its subsidiaries, be, and ~~without~~ further act or resolution of the Board, hereby are, authorized and directed to negotiate, execute, and deliver ~~on~~ behalf of the Corporation, an Asset Purchase Agreement, and any certificates, schedules, documents, instruments, and other agreements with **such terms** and conditions, and to take any further actions to effect ~~the~~ foregoing, that he may deem necessary or appropriate (~~as~~ conclusively presumed ~~from~~ such execution, delivery or ~~taking~~) in connections with the foregoing ~~agreements~~ and the ~~transactions~~ contemplated thereby; and

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RESOLVED FURTHER, that the foregoing resolutions shall remain in full force and effect until written notice of their amendment or rescission shall have been received by the Finance Parties and that receipt of such notice shall not affect any action taken by the Finance Parties prior thereto; and

RESOLVED FURTHER, that the Secretary or Assistant Secretary be, and hereby is authorized, empowered and **directed** to certify to the Finance Parties the foregoing resolutions, that the provisions thereof are in accordance with the provisions of law and the **Articles** of Incorporation and By-Laws **of** the Company, and such other matters **concerning** the Company **as** the Finance Parties may **from** time to time request; and

RESOLVED FURTHER, that any specific resolutions required for the purposes of carrying out any of the transactions contemplated by each **of the** foregoing **resolutions** are hereby deemed adopted and may be certified **as** having been adopted by the Board **on this** date, provided that a copy thereof **is** inserted in the minute book of the **Company**, and

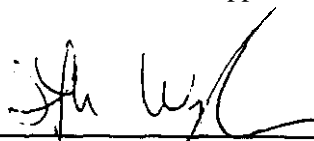
RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to sign,

execute, certify to, verify, **acknowledge**, deliver, accept, ratify, file, and record any and all such additional **agreements**, certificates, documents, reports, and schedules (including, but not limited to, any renewals, extensions, amendments, modifications, or restatements of any of the foregoing) and to take, or cause to be taken, any and all such actions, in the **name** and on behalf of the Company, which shall be required to consummate the transactions contemplated by the foregoing resolutions or which **any** Authorized Officer shall, in such **officer's** sole discretion, deem necessary, appropriate or advisable and in the best interest of the Company in order to effect the purposes of the foregoing resolutions, and such officer's **signature**, or such actions by **such** officer, shall be conclusive evidence that such officer did deem the same to be necessary, advisable or appropriate and in the **best** interest of the Company in order to effect such purposes; and

RESOLVED FURTHER, that all acts and deeds of any officer of the Company heretofore performed in the name and on behalf of the Company in negotiating, entering into, executing, performing, carrying out, or otherwise pertaining to the arrangements and intentions authorized by these resolutions are hereby ratified, approved, confirmed, and declared binding upon the Company.

There being no further business before the Board, the meeting went into executive session.

EXECUTED effective the 26th day of October, 2000, as approved by the Board of Directors.


KENNETH E. WYKER, Secretary

The Board of Directors hereby affixes its signatures hereto to attest to the accuracy and completeness of these minutes.



L. Lowry Mays. In His Capacity **As** Director of the
Corporations Listed on the Attached Page

State of Execution: Texas

1567 Media LLC
 50 202nd Street LLC
 Adriel, Inc.
 Adshel USA, Inc.
 Broadcast Finance Inc.
 CCC-Houston AM, Ltd
 Chancellor Broadcasting Co., Inc.
 Chicago Shelters Advertising, Inc.
 Cine Guarantors II, Inc.
 Cine Mobile Systems,
 International, NV
 Citicasters co.
 CC-MCS, Inc.
 CCP 1, L.L.P.
 CCP 2, L.L.P.
 CCR Houston Nevada, Inc.
 Clear Channel Broadcasting, Inc.
 Clear Channel Broadcasting Licenses, Inc.
 Clear Channel Communications of Memphis, Inc.
 Clear Channel Communications, Inc.
 Clear Channel Communications, International, Inc.
 Clear Channel Company Store, Inc.
 Clear Channel Holdings, Inc.
 Clear Channel Internet Group, Inc.
 Clear Channel Investments, Inc.
 Clear Channel Mexico, Inc.
 Clear Channel Peoples, Inc.
 Clear Channel Productions, Inc.
 Clear Channel Real Estate Inc.
 Clear Channel Wireless, Inc.
 Critical Mass Media, Inc.
 CSC of Washington DC
 Delta Outdoor Advertising, Inc.
 Eller Holdings Company Canada
 Eller Media Company
 Eller Media Corporation
 Eller Taxi Media, LLC
 Eltex Investment Corporation
 Enigma Digital, Inc.
 GACC-N26LB, Inc.
 Great American Merchandising Group Inc.
 Great American Television Productions, Inc.
 High Plains Broadcasting Inc.
 Interstate Bus Shelter, Inc.
 Jacor Broadcasting Corporation
 Jacor Broadcasting of Atlanta, Inc.
 Jacor Broadcasting of Charleston, Inc.
 Jacor Broadcasting of Colorado, Inc.
 Jacor Broadcasting of Denver, Inc.
 Jacor Broadcasting of Florida, Inc.
 Jacor Broadcasting of Kansas City, Inc.
 Jacor Broadcasting of Las Vegas, Inc.
 Jacor Broadcasting of Las Vegas II, Inc.
 Jacor Broadcasting of Louisville, Inc.
 Jacor Broadcasting of Louisville II, Inc.
 Jacor Broadcasting of Oregon, Inc.
 Jacor Broadcasting of Salt Lake City, Inc.
 Jacor Broadcasting of Salt Lake City II, Inc.
 Jacor Broadcasting of San Diego, Inc.
 Jacor Broadcasting of Sarasota, Inc.
 Jacor Broadcasting of St. Louis, Inc.

Jacor Broadcasting of Tampa Bay, Inc.
 Jacor Broadcasting of Toledo, Inc.
 Jacor Broadcasting of Washington, Inc.
 Jacor Broadcasting of Youngstown, Inc.
 Jacor Communications Company
 Jacor Licensee of Charleston, Inc.
 Jacor Licensee of Kansas City, Inc.
 Jacor Licensee of Las Vegas, Inc.
 Jacor Licensee of Las Vegas II, Inc.
 Jacor Licensee of Louisville, Inc.
 Jacor Licensee of Louisville II, Inc.
 Jacor Licensee of Salt Lake City, Inc.
 Jacor Licensee of Salt Lake City II, Inc.
 Jacor/Premiere Holding Inc.
 JBSL, Inc.
 Kidd Kraddick Enterprises, Ltd
 Lankford Signs, Inc.
 M Street Corporation
 M Street, L.L.C.
 Metro Display Advertising, Inc.
 MJI Broadcasting, Inc.
 More Group Inc. (USA)
 Multiverse Acquisition Corp
 Noble Broadcast Center Inc.
 Noble Broadcast Group Inc.
 Noble Broadcast Holdings, Inc.
 Noble Broadcast Licenses, Inc.
 Noble Broadcast of San Diego, Inc.
 Nova Marketing Group Inc.
 NSN Network Services LTD
 Patrick Media Group, Inc.
 Premiere Radio Network Inc.
 Quantum Structures & Designs, Inc.
 Radio-Active Media, Inc.
 Servus Software Corp.
 Shelter Advenising of America, Inc.
 Shelter Advertising of Hialeah, Ins.
 Spectacolor Media LLC
 Sports Radio, Inc.
 Sports Radio Broadcasting, Inc.
 Sunbelt Broadcasting I LP
 The Research Group, Inc.
 Transportation Media Inc. of Georgia
 Transportation Media of Texas Joint Venture
 TSUNAMI Communications, Inc.
 Universal Outdoor, Inc.
 Vanp Media, Inc.
 WHOK, Inc.
 WTTT, Inc.
 Amcast Radio Sales, Inc.
 AMFM Air Services, Inc.
 AMFM Broadcasting, Inc.
 AMFM Holdings, Inc.
 AMFM Houston, Inc.
 AMFMiDirect, Inc.
 AMFM Inc.
 AMFM Interactive, Inc.
 AMFM Internet Holdings, Inc.
 AMFM LA, LLC
 AMFM Massachusetts, Inc.

AMFM Michigan, Inc.
AMFM New York, Inc.
 AMFM Ohio, Inc.
AMFM Operating, Inc.
 AMFM Pennsylvania, Inc.
 AMFM Radio Group, Inc.
 AMFM Radio Licenses, L.L.C.
 AMFM Riverside Broadcasting, Inc.
 AMFM San Diego, Inc.
 AMFM Shamrock Texas, Inc.
 AMFM Systems, Inc.
 AMFM Texas, LLC
 AMFM Texas Broadcasting, LP
 AMFM Texas Licensor, LP
 AMFM Washington DC, Inc.
 AMFM/ WAXQ, Inc.
 Broadcast Architecture, Inc.
 Capstar Acquisition Company, Inc.
 Capstar Broadcasting Partners, Inc.
 Capstar Radio Operating Company
 Capstar TX Limited Partnership
 Chancellor Marketing Group, Inc.
 Christal Radio Sales, Inc.
 Cleveland Radio Licensor, LLC
 Eastman Radio Sales, Inc.
 Jamboree in the Hills, Inc.
 Katz Cable Corporation
 Katz Communications, Inc.
 Katz Media Corporation
 Katz Media Group, Inc.
Katz Millennium Marketing, Inc.
 Katz Millennium Sales & Marketing, Inc.
 KPZS/KDGE License Corp
 Osborn Entertainment Enterprises Corporation
 Radio 100 L.L.C.
 The AMFM Radio Networks, Inc.
 The National Payroll Company, Inc.
 WAXQ License Corp
 Westchester Radio, LLC
 WLTW License Corp
 Zebra Broadcasting Corporation

AH Enterprises, Inc.
 Air Show Partners
AKG, Inc.
 Aktiebolaget Konsertbolaget Nordlund, Olsson, Rutenborg
 & Wide
 Alingsås Nojeskonsult Aktiebolag
 All That Music And More Festival, LLC
 Almost Cut My Hair b.v.
 American Artists Limited, Inc.
 American Broadway, Inc.
 Amphitheater Entertainment Partnership
 Anti-Concerts b.v.
 Anti-Concerts Holding b.v.
 Anti-Concerts Investments n.v.
Apollo Cambridge Theatre Limited
 Apollo Dominion Investments Limited
 Apollo Leisure (U.K.) Limited
 Apollo Leisure Group Limited
 Apollo Lyceum London Limited
 Apollo Theatre (Victoria) Limited


Apollo Theatre Productions Limited
 Ardee Festivals N.J., Inc.
 Anhur Live Touring, LLC
 Atlanta Concerts, Inc.
 Attraction Traction Limited
 Audrey & Jane, Inc.
 Avalon Acquisition Corp..
Barry Clayman Concerts (London) Limited
 Barry Clayman Concert Limited
 Barry Clayman Corporation Limited
 Barry Clayman Productions Limited
 Bayou Place Performance **Hall General Partnership**
 Beach Concerts, Inc.
 Bescot Enterprises Limited
 BG Presents, Inc.
 BGE Yuba LLC
BGP Acquisition, LLC
BGP Denver, Inc.
 BiljetDirekt Sverige Aktiebolag
 Bill Graham Enterprises, Inc.
 Bill Graham Presents, Inc.
 Blues Clues Touring, LLC
 Boston Playhouse Realty, Inc.
 Boylston Street Theatre Corp.
 Broadway Concerts, Inc.
 Broadway Series Associates, Inc.
 Broadway Series Management Group, Inc.
 Camarillo Amphitheater Managing Partners, Inc.
 Cardenas/Fernandez & Associates, Inc.
 Cardiff International Arena Limited
 Cardiff World Trade Centre Limited
 CCL Leisure Limited
 CDC Amphitheater/1, Inc.
 CDC of North Carolina, Inc.
 CDC/SMT, Inc.
 CDP, Inc.
 Cellar Door Amphitheater, Inc.
 Cellar Door Amphitheatres/II, Inc.
 Cellar Door Concerts of Florida, Inc.
 Cellar Door Concerts of the Carolinas, Inc.
 Cellar Door Consulting, Inc.
 Cellar Door Holding Company
 Cellar Door North Central, Inc.
 Cellar Door Productions of Michigan, Inc.
 Cellar Door Productions of Virginia, Inc.
 Cellar Door South East, Inc.
 Cellar Door Venues, Inc.
Chastain Ventures IV
 Chicago Theater Company
Cirkus Arena och Restaurang på Djurgården Aktiebolag
 City Centre Leisure (London) Limited
 City Centre Leisure (Meridian) Limited
 City Centre Leisure (Severn) Limited
 City Centre Leisure (Weald) Limited
 Clutch Cargo Corporation
 Col Am Associates, Inc.
 Concert Productions (UK) Ltd.
Concert Productions International B.V.
 Concert Southern Chastain Promotions
 Concerts Advertising, Inc.
 Concerts, Inc.
 Conn Ticketing Company

Connecticut **Amphitheater** Development Corporation
 Connecticut Concerts Incorporated
 Connecticut Performing **AN** Partners
 Connecticut Performing Arts, Inc.
 Contemporary Group Acquisition Corp.
 Contemporary Group, Inc.
 Contemporary Productions Incorporated
 Contemporary Sports Incorporated
 Cooley and Conlon Management Co.
 De Nationale Theaterkassa b.v.
 Deer Creek Amphitheater Concerts, Inc.
 Deer Creek Amphitheater Concerts, L.P.
 Delsener/Slater Enterprises, Ltd.
 Delsener/Slater Presents, Inc.
 Diart Production Handelsbolag
 DLC Corp.
 DLC Funding Corp.
 Donington Park Leisure Limited
 Dragon Advertising Limited
 Dumb Deal, Inc.
 Eagle Eye Entertainment USA Inc.
 Eagle Eye Entertainment, Inc.
 EFC Services, Inc.
 Electric Factory Concerts, Inc.
 EMA Holding **AB**
 EMA Telstar Aktiebolag
 EMA Telstar Gruppen Addendum B
 EMA Telstar Management Aktiebolag
 EMA Telstar Produktion Aktiebolag
 EMA Telstar Restaurangmusik Aktiebolag
 EMI Acquisition Sub, Inc.
 Entertainment Performing Arts, Inc.
 eSuperrurs.com, Inc.
 ETEK Corp.
 Event Merchandising Inc.
 Exit 116 Revisited, Inc.
 Field Consulting LLC
 Fillmore Corporation
 Fillmore Fingers, Inc.
 Fillmore Theatrical Services
 Financial Advisory Management Enterprises, Inc.
 Filzers Limited
 Food At Work b.v.
 Forvaltningsbolaget Cirkus pa Kungliga Djurgarden
 Handelsbolag
 Fosse NY LLC
 Fosse Touring LLC
 Frontline Rigging Consults b.v.
 Gold Diggers Limited
 Graham/Gund Partnership
 Greater Detroit Theatres, Inc.
 GSAC Partners
 Halcyon Days Productions, Inc.
 Haymon Holdings, Inc.
 Hedwig Productions LLC
 Henry Cardenas & Associates, Inc.
 High Cotton, Inc.
 Historic Saint Andrews Hall, Inc.
 Hutchinson Cinemas (North Wales) Limited
 Hutchinson C i n m w (Properties) Limited
 Hutchinson Leisure Group of Companies Limited
 Hutchinson Leisure Limited

In House Tickets, Inc.
 Intemco Event Management b.v.
 International Music Ltd.
 International Music Tour I Ltd.
 International Music Tour II Ltd.
 Irvine Meadow Amphitheater
 Irving Plaza Concerts, Inc.
 J&H Touring Company Limited Partnership
 JJB & DHW, Inc.
 JJJ Amphitheater Limited Partnership
 Jujameyn Productions Company, LLC
 LOC 7000 b.v.
 Lugerinc, AB
 Magicworks Concern, Inc.
 Manchester Theatres Limited
 Marco Entertainment, Inc.
 MCP Promotions Limited
 Midland Conccn Promotions Group Limited
 Mojo Conccns b.v.
 Mojo Talent b.v.
 Mojo Theater c.v.
 Mojo Works b.v.
 Moondog Entertainment AB
 Motor SE Aktiebolag
 Murat Center Concern, Inc.
 Murat Center Concerts, L.P.
 Musical Rights, Inc.
 N.V. Antwerps Sportpaleis
 N.V. De Schone Schijn
 Ked Prop Joint Venture
 NEJA Group, L.L.C.
 Networks Presentations, LLC
 New Avalon, Inc.
 New Urban Entertainment, LLC
 New York Theater Company
 NEXT Ticketing, LLC
 NOC, Inc.
 Nojen i Norr Aktiebolag
 Nojen i Nom Produktion Aktiebolag
 North Sea Jazz b.v.
 Northcane Limited
 Northeast Ticketing Company
 NTC Holdings, Inc.
 Oak Mountain Concerts, Inc.
 Oakdale Theater Concerts, Inc.
 Ohio Arena Partners, LLC
 PACE (UK)
 PACE AEP Acquisition, Inc.
 PACE Amphitheaters, Inc.
 PACE Concerts GP, Inc.
 PACE Entertainment Charitable Foundation
 PACE Entertainment Corporation
 PACE Entertainment GP Corp.
 PACE Entertainment Group, Ltd.
 PACE Milton Keynes, Ins.
 PACE Motor Sports, Inc.
 PACE Music Group, Inc.
 PACE Productions, Ins.
 PACE Season Tickets, Inc.
 PACE Signatures Group, J.V.
 PACE Theatrical Group, Inc.
 PACE U.K. Holding Corporation

Palace Theatre Operating Group, LLC
 Patent 7000 b.v.
 Pavilion Partners
 PCMT, Inc.
 PEC, Inc.
 Pennies From Heaven b.v.
 Performing Arts Management of North Miami, Inc.
 Phantom Touring Ltd.
 Plaza Mexico, Inc.
 Point Exhibition Company Limited
 Point Presentations Limited
 Point Productions Limited
 Polaris Amphitheater Concerts, Inc.
 Pontiac Entertainment Corporation
 Portland Pavilion LLC
 Prism Productions, Inc.
 Production Design Beheer b.v.
 Production Design Europe b.v.
 Promotie Voor Speciale Evenementen-Holland b.v.
 Proserv, LLC
 PTG-Florida, Inc./BSMG Joint Venture
 PTG-Florida, Inc.
 Publicinwise Limited
 QBQ Entertainment, Inc.
 QN Corp.
 Radio City Christmas Spectacular Touring, LLC
 Ragtime NY LLC
 Rainbow Concert Productions, Inc.
 Rhyme Time LLC
 Rider House Limited
 Ritual, Inc.
 Robbins Entertainment Group, Inc.
 Rosemont Consulting, Inc.
 Rugrats American Tour, Ltd.
 Rugrats Touring, LLC
 RZO Live, Inc.
 RZO Music Inc.
 RZO Music Limited
 RZO Tours, Inc.
 Scottish Play, LLC
 Selma Amphitheater, LLC
 SFS U.K. Holdings Limited
 SFX Arena Management, LLC
 SFX Broadway, Inc.
 SFX Chicago, Inc.
 SFX Cincinnati, LLC
 SFX Club Management, LLC
 SFX Concern of the Midwest, Inc.
 SFX Concerts, Inc.
 SFX Delaware, Inc.
 SFX Electric Factory, Inc.
 SFX Events Partnership
 SFX Family Entertainment Asia Limited
 SFX Family Entertainment International, Inc.
 SFX Family Entertainment of New Jersey, Inc.
 SFX Family Entertainment Operations, Inc.
 SFX Family Entertainment, Inc.
 SFX Family Entertainment, S.A. DE C.V.
 SFX Family Holdings, Inc.
 SFX Festivals, Inc.
 SFX Interactive, Inc.
 SFX Internet Seller, Inc.
 SFX Las Vegas, Inc.
 SFX Marketing, Inc.
 SFX Media Group, LLC
 SFX
 SFX Multimedia Group, LLC
 SFX Netherlands B.V.
 SFX Netherlands Holding B.V.
 SFX of New Mexico, LLC
 SFX Productions and Publishing, Inc.
 SFX Radio Network, Inc.
 SFX Realty Company of Illinois, Inc.
 SFX Record Investments, Inc.
 SFX Rights, Inc.
 SFX Saratoga Concern, LLC
 SFX Shared Services, Inc.
 SFX Sporn Group (Australia) PTY Ltd.
 SFX Sports Group (Europe) Limited
 SFX Sports Group, Inc.
 SFX Sports Holdings, Inc.
 SFX Theatrical Group, Inc.
 SFS Theatrical Merchandising, Inc.
 SFS Tollin/Robbins, Inc.
 SFX Tounng, Inc.
 SFS Transportation, Inc.
 SFX Ventures, Inc.
 SFX.com Incorporated
 SFX/Core, Inc.
 SFX/NEDCO, Inc.
 SFX/SJS Publishing, Inc.
 SFX-FE Touring Artists Group, Inc.
 SFX-FEI (Canada), Inc.
 SFX-FEI (Germany), Inc.
 Shelli Meadows, Inc.
 Shorline Amphitheater Partners
 Shorline Amphitheater, Ltd.
 Sight Line Productions b.v.
 SM/PAACE, Inc.
 Southeast Ticketing Company
 Southern Promotions, Inc.
 Sports & Entertainment Media Services, Inc.
 Stichting Administratiekantoor LOC 7000
 Straight International Security b.v.
 Street Promotions (Europe) Limited
 Sunshine Concern, L.L.C.
 Sunshine Designs, Inc.
 Sunshine Designs, LP.
 Suntex Acquisition, Inc.
 Taking Care of Music b.v.
 Taton Cinemas (Gatley) Limited
 TBA Media, Inc.
 TCN Theater Group, Inc.
 Texas Turps
 The Album Network, Inc.
 The Boathouse Food Service Co.
 The Booking Group LLC.
 The Duke of York Theatre (Holdings) Limited
 The Entertainment Group S.A. de C.V.
 The Entertainment Group, Inc.
 The Event Support Company b.v.
 The Horton Company Limited Partnership
 The Jekyll Company Limited Partnership
 The Rascoff/Zysblat Organization, Inc.

The Security Company Utrecht Holland Holding b.v.
The Tailorish Company
The Wedding Tour Company
The Wigan Entertainment Company Limited
Tickets London Limited
Tickets North Limited
TNA (USA) Inc.
TNA International Ltd.
TNA Tour I (USA) Inc.
TNA Tour II (USA) Inc.
Tollin Robbins Productions
Tollin/Robbins Management, LLC
Toronto Theater Ltd.
Total Transport Services b.v.
Tower Theatre, Inc.
Tremont Street Theatre Corporation II, Inc.
Two Four Sports Limited
Unit Four Cinemas (Accrington) Limited
Unit Four Cinemas (Walkden) Limited
Unit Four Cinemas (Wigan) Limited
~~Unit~~ Four Cinemas Limited
Universal/PACE Amphitheatres Group, L.P.
V.O.F. Agents Afterall
V.O.F. Excelsior Recordings
Venue and Event Management Limited
West Coast Amphitheater Corp.
Westbury Music Fair, L.L.C.
Willoughby (154) Limited
Wiltren Renaissance LLC
World Trade Centre Wales Limited



Mark P. Mays, In His Capacity As Director of the
Corporations Listed on the Attached Page

State of Execution: Texas

Wendy,
you can produce
the remaining pages
w/o any redactions